

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re: )  
 ) Chapter 11  
 )  
DELPHI AUTOMOTIVE SYSTEMS, LLC ) Case No. 05-44640 (RDD)  
 )  
 )  
 )  
Debtor. ) (Jointly Administered)  
-----X

**NOTICE OF TRANSFER OF CLAIM  
PURSUANT TO FRBP RULE 3001(e)(2)**

1. TO: **MERRILL LYNCH CREDIT PRODUCTS, LLC** ("Transferor")  
4 World Financial Center, 7<sup>th</sup> Floor  
New York, New York 10080  
Attn: Gary S. Cohen / Chris Moon  
Phone: (212) 449-4969
2. Please take notice of the transfer, in the amount of \$11,782,685.73, of your claim against DELPHI AUTOMOTIVE SYSTEMS, LLC, above, as evidenced by the Proof of Claim Nos. 2313 and 2314 (attached in Exhibit A hereto) and as relating to the claims scheduled against the Debtor in its schedule of liabilities in the name of AW TRANSMISSION ENGINEERING U.S.A., INC. and AISIN AW CO., LTD., respectively, has been transferred to:

**SPECIAL SITUATIONS INVESTING GROUP, INC.** ("Transferee")  
c/o Goldman, Sachs & Co.  
85 Broad Street – 27<sup>th</sup> Floor  
New York, NY 10004  
Attn: Al Dombrowski  
Phone: (212) 902-4103

An evidence of transfer of claim is attached hereto as Exhibit B. All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in Exhibit C.

3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER with:**

United States Bankruptcy Court  
Southern District of New York  
Attn: Clerk of Court  
Alexander Hamilton Custom House  
One Bowling Green  
New York, NY 10004-1408

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.**

-- Refer to **INTERNAL CONTROL NO.** \_\_\_\_\_ in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

CLERK

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**FOR CLERK'S OFFICE USE ONLY:**

This notice was mailed to the first named party, by first class mail, postage prepaid on \_\_\_\_\_, 2005.

INTERNAL CONTROL NO. \_\_\_\_\_

Copy: (check) Claims Agent \_\_\_\_ Transferee \_\_\_\_ Debtor's Attorney \_\_\_\_

\_\_\_\_\_  
Deputy Clerk

**EXHIBIT A**  
**PROOF OF CLAIM**

MAR-24-2006 09:31

MERRILL LYNCH

212 449 2700

<b>United States Bankruptcy Court Southern District Of New York</b>		<b>PROOF OF CLAIM</b> <small>This Space For Court Use Only</small>
Name of Debtor <b>Delphi Automotive Systems, LLC</b>		Case Number <b>05-44640(RRD)</b>
<small>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</small> Name of Creditor (The person or other entity to whom the debtor owes money or property): <b>AW Transmission Engineering U.S.A. Inc.</b>		<div style="border: 2px solid black; padding: 10px; margin: 0 auto; width: 150px;"> <b>RECEIVED</b>   <b>MAR 16 2006</b>   <b>CLAIMS PROCESSING CENTER</b>  <b>USDC SDNY</b> </div>
Name and Address where notice should be sent: <b>c/o Perkins Coie LLP</b> <b>Attention: Daniel A. Zasove</b> <b>131 S. Dearborn St.</b> <b>Suite 1700</b> <b>Chicago, IL 60603-5559</b>  Telephone Number: <b>(312) 324-8400</b>		
Last four digits of account or other number by which creditor identifies debtor: _____		Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim dated: _____
<b>1. Basis for Claim</b> <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____		
<input type="checkbox"/> Refuse benefits as defined in 11 U.S.C. § 1114(p) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
<b>2. Date debt was incurred:</b> <b>July 7, 2005</b>		<b>3. If court judgment, date obtained:</b> _____
<b>4. Classification of Claim.</b> Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations. <b>Unsecured Nonpriority Claim \$8,897,224.20</b> <input checked="" type="checkbox"/> Check this box if a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.  <b>Unsecured Priority Claim.</b> <input checked="" type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority: <b>\$1,546,859.70</b> Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5) <b>Secured Claim.</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of acreage and other charges at time case filed included in secured claim, if any: \$ _____		
<b>5. Total Amount of Claim at Time Case Filed:</b> \$ <b>8,897,224.20</b> (Unsecured) <b>1,546,859.70</b> (Secured) <b>10,444,083.90</b> (Total) <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statements of all interest or additional charges.		
<b>6. Credits:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. <b>7. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. <b>DO NOT SEND ORIGINAL DOCUMENTS.</b> If the documents are not available, explain. If the documents are voluminous, attach a summary. <b>8. Debt-Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.  Date: <b>Nov. 29, 06</b> Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <b>Takao Tohyama, President</b>		<small>This Space For Court Use Only</small>

Penalty for presenting fraudulent claim: Fine up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 132 and 1351

MAR-24-2006 09:31

MERRILL LYNCH

212 449 2765 P.16/47

<b>United States Bankruptcy Court Southern District Of New York</b>		<b>PROOF OF CLAIM</b> <small>This Space For Court Use Only</small>
Name of Debtor <b>Delphi Automotive Systems, LLC</b>		Case Number <b>05-44640(RRD)</b>
<small>NOTE: This form should not be used to assert a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</small> Name of Creditor (The person or other entity to whom the debtor owes money or property): <b>AINSAW CO., LTD.</b>		<input type="checkbox"/> Check box if you are a creditor that asserts a claim that has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check box if you have never received any notice from the bankruptcy court in this case.  <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Name and Address where notices should be sent: <b>c/o Perkins Cole LLP          Attention: Daniel A. Zarove          131 S. Dearborn St.          Suite 1700          Chicago, IL 60603-5559          Telephone Number: (312) 324-8400</b>		
Last four digits of account or other number by which creditor identifies debtor:		<input type="checkbox"/> Check here if this claim is a <input type="checkbox"/> replicates a previously filed claim dated: _____ <input type="checkbox"/> succeeds
<b>1. Basis for Claim</b> <input checked="" type="checkbox"/> Goods sold <input checked="" type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)
2. Date debt was incurred: <b>May 20, 2003</b>		3. If court judgment, date obtained:
<b>4. Classification of Claims.</b> Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations. <b>Unsecured Nonpriority Claim \$ 1,838,601.83</b> <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) some or only part of your claim is entitled to priority. <b>Unsecured Priority Claim.</b> <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (A)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).		
<b>Secured Claims.</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of mortgage and other charges at time case filed included in secured claim, if any, \$ _____		<input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). <small>* Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>
<b>5. Total Amount of Claim at Time Case Filed: \$ 1,838,601.83</b> (Unsecured) (Secured) (Priority) (Total)		
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
<b>6. Credits:</b> The amount of all payments on this claim has been limited and deducted for the purpose of making this proof of claim. <b>7. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, demand statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. <b>DO NOT SEND ORIGINAL DOCUMENTS.</b> If the documents are not available, explain. If the documents are voluminous, attach a summary. <b>8. Date Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		
Date: <b>Mar. 7. 06</b> Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <b>Koji Sumiya, Executive Vice President</b>		<b>RECEIVED</b> <b>MAR 16 2006</b> <b>CLAIMS PROCESSING CENTER</b> <b>USBC, SDNY</b>

**EXHIBIT B**

**EVIDENCE OF TRANSFER OF CLAIM**

**EVIDENCE OF TRANSFER OF CLAIM**

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: SPECIAL SITUATIONS INVESTING GROUP, INC.

MERRILL LYNCH CREDIT PRODUCTS, LLC, a limited liability company organized under the laws of Delaware, with offices located at 4 World Financial Center, 7<sup>th</sup> Floor, New York, New York 10080 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Transfer of Claim Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to SPECIAL SITUATIONS INVESTING GROUP, INC., its successors and assigns, with offices located at 85 Broad Street, New York, NY 10004 ("Buyer"), all right, title and interest in and to the claims of Seller against Delphi Automotive Systems, LLC, and its affiliates in the aggregate amount of \$11,782,685.73 and docketed as Claim Nos. 2313 and 2314 (the "Claims") in the United States Bankruptcy Court, Southern District of New York, Case No. 05-44481 (Jointly Administered).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

MAR-24-2006 09:30

MERRILL LYNCH

212 449 2765 P.12/47

IN WITNESS WHEREOF, dated as of the 23<sup>rd</sup> day of March, 2006.

MERRILL LYNCH CREDIT PRODUCTS, LLC

WITNESS:

(Signature)

Name: Christopher Moon  
Title:  
(Print name and title of witness)

By: [Signature]

(Signature of authorized corporate officer)

Name: Ron Tordella  
Title: Vice President  
Tel: 212-449-4969

SPECIAL SITUATIONS INVESTING GROUP,  
INC.

WITNESS:

(Signature)

Name:  
Title:  
(Print name and title of witness)

By: [Signature]

(Signature of authorized corporate officer)

Name: ALBERT DOMBROWSKI  
Title: AUTHORIZED SIGNATORY  
Tel:



**EXHIBIT C**

Address for Notices:

Special Situations Investing Group, Inc.  
c/o Goldman, Sachs & Co.  
85 Broad Street – 27<sup>th</sup> Floor  
New York, NY 10004  
Attn: Albert Dombrowski

Wire Instructions:

Chase NY  
ABA # 021000021  
A/C Name: Special Situations Investing Group, Inc.  
A/C # 066906601  
Ref: Delphi Claims  
Attn: Philip Green

Contact Information:

Michael Mansour  
c/o Goldman, Sachs & Co.  
85 Broad Street – 28<sup>th</sup> Floor  
New York, NY 10004  
Telephone: 212-357-3773  
Fax: 212-357-0922

with a copy to:

Pedro Ramirez  
30 Hudson, 17<sup>th</sup> Floor  
Jersey City, NJ 07302  
Telephone: (917) 343-8319  
Fax: (212) 428-1243